

WC 07-63

BINGHAM McCUTCHEN

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Please Date Stamp & Return

March 28, 2007

FCC/MELLON MAR 28 2007

Via Courier

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Wireline Competition Bureau – CPD – 214 Appls.  
P.O. Box 358145  
Pittsburgh, PA 15251-5145

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Boston  
Hartford  
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Silicon Valley  
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Washington

**Re: In the Matter of the Joint Application of Startec Global Communications Corporation, Transferor, Startec Global Operating Company, Licensee, and Platinum Equity, LLC, Transferee, for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission's Rules to Complete an Indirect Transfer of Control of Startec Global Operating Company, an Authorized Domestic and International Section 214 Carrier, to Platinum Equity, LLC**

Dear Ms. Dortch:

On behalf of Startec Global Communications Corporation ("SGCC"), Startec Global Operating Company ("Startec") and Platinum Equity, LLC ("Platinum" and together with SGCC and Startec, "Applicants"), enclosed please find an original and six (6) copies of an application for Section 214 authority to transfer indirect control of Startec to Platinum. Pursuant to Section 63.04(b) of the Commission's rules, Applicants submit this filing as a combined international section 214 transfer of control application and domestic section 214 transfer of control application ("Combined Application").

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$965.00, to the Federal Communications Commission, which satisfies the filing fee required for this Combined Application under line 2.b of Section 1.1105 of the Commission's rules. Applicants are simultaneously filing the Combined Application with the International Bureau through the MyIBFS Filing System.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Catherine Wang  
Brett P. Ferenchak

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

Approved by OMB  
3060-0589  
Page 1 of 2

(1) LOCKBOX #  358145		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Bingham McCutchen LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 2020 K Street, N.W.			
(5) STREET ADDRESS LINE NO. 2 10th Floor			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-373-6000		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0004-3539-00		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Startec Global Communications Corporation			
(14) STREET ADDRESS LINE NO. 1 7361 Calhoun Place			
(15) STREET ADDRESS LINE NO. 2 Suite 650			
(16) CITY Rockville		(17) STATE MD	(18) ZIP CODE 20855
(19) DAYTIME TELEPHONE NUMBER (include area code) (301) 610-4300		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0004-0812-04		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, M. Renee Britt, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <i>M. Renee Britt</i>		03/28/2007	

FEDERAL COMMUNICATIONS COMMISSION		SPECIAL USE	
REMITTANCE ADVICE (CONTINUATION SHEET)		FCC ONLY	
Page No <u>2</u> of <u>2</u>			
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION			
(13) APPLICANT NAME Platinum Equity, LLC			
(14) STREET ADDRESS LINE NO. 1 360 North Crescent Drive			
(15) STREET ADDRESS LINE NO. 2 South Building			
(16) CITY Beverly Hills		(17) STATE CA	(18) ZIP CODE 90210
(19) DAYTIME TELEPHONE NUMBER (include area code) (310) 712-1850		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0014-9218-78		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY	
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY	
(28C) FCC CODE 1		(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY	
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY	
(28D) FCC CODE 1		(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY	
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY	
(28E) FCC CODE 1		(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY	
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY	
(28F) FCC CODE 1		(29F) FCC CODE 2	

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

\_\_\_\_\_  
In the Matter of the Joint Application of \_\_\_\_\_  
\_\_\_\_\_  
**Startec Global Communications Corporation,** \_\_\_\_\_  
Transferor, \_\_\_\_\_  
**Startec Global Operating Company, Licensee,** \_\_\_\_\_  
and \_\_\_\_\_  
\_\_\_\_\_  
**Platinum Equity, LLC, Transferee** \_\_\_\_\_  
\_\_\_\_\_  
For Grant of Authority Pursuant to \_\_\_\_\_  
Section 214 of the Communications Act of 1934, \_\_\_\_\_  
as amended, and Sections 63.04 and 63.24 of the \_\_\_\_\_  
Commission's Rules to Complete an Indirect \_\_\_\_\_  
Transfer of Control of Startec Global Operating \_\_\_\_\_  
Company, an Authorized Domestic and \_\_\_\_\_  
International Section 214 Carrier, to \_\_\_\_\_  
Platinum Equity, LLC \_\_\_\_\_  
\_\_\_\_\_

File No. ITC-T/C-2007 \_\_\_\_\_

WC Docket No. 07- \_\_\_\_\_

**JOINT APPLICATION**

**I. INTRODUCTION**

**A. Summary of Transaction**

Startec Global Communications Corporation ("SGCC"), Startec Global Operating Company ("Startec") and Platinum Equity, LLC ("Platinum") (collectively, "Applicants"), through their undersigned counsel and pursuant to Section 214 of the Communications Act of 1934, as amended ("Communications Act"), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's rules, 47 C.F.R. §§ 63.04, 63.24, respectfully request Federal Communications Commission ("Commission") approval or such authority as may be necessary

or required to enable the parties to consummate a transaction whereby Platinum will acquire indirect control of Startec, a non-dominant carrier holding authority from the Commission to provide telecommunications services.

Although the proposed transaction will result in a change in the ultimate ownership of Startec, no assignment of authorizations, assets or customers will occur as an immediate consequence of the proposed transaction. Startec will continue to provide service to its existing customers pursuant to its authorizations under the same rates, terms and conditions. Accordingly, this transaction will be transparent to the customers of Startec.

**B. Request for Streamlined Processing**

Applicants respectfully submit that this Application is eligible for presumptive streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates, as defined in Section 3(1) of the Communications Act ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market;<sup>1</sup> (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transactions) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's rules, 47 C.F.R. §63.12(a)-(b). In particular, none of the exclusionary criteria set forth in Section 63.12(c) apply as described more

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<sup>1</sup> 47 U.S.C. § 153(1); 47 C.F.R. § 63.03(b)(3).

fully in Section V below. Accordingly, this Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules.

**B. Request for Expedited Consideration**

If for any reason, the Commission denies streamlined processing, the parties hereby request expedited review and processing of this Application to maximize the benefits to consumers. As set forth below, Platinum has significant financial resources and substantial experience in owning regulated telecommunications providers. As a result, the proposed transaction is structured to ensure that existing customers of Startec will continue to enjoy uninterrupted service and, immediately following the proposed transaction, customers of Startec will continue to receive services under the same rates, terms and conditions as those services are presently provided. The public interest therefore supports commencement of the review process as soon as possible and conclusion of the review in no more than sixty (60) days from the date thereof. In light of the substantial benefits that the Applicants expect from the proposed transaction, Applicants seek expedited approval to allow Applicants to complete the proposed transaction as soon as possible.

In support of this Application, Applicants provide the following information:

**II. DESCRIPTION OF THE APPLICANTS**

**A. Startec Global Communications Corporation and Startec Global Operating Company**

Startec is a Delaware corporation with its principal place of business located at 7361 Calhoun Place, Suite 650, Rockville, Maryland 20855. Startec is a wholly owned subsidiary of SGCC, a Delaware corporation whose principal business is telecommunications. Startec provides long distance, Internet, and other communications services in over 45 states and internationally. Startec is authorized to provide interstate long distance service pursuant to blanket domestic Section 214 authority and international long distance service pursuant to

Section 214 authorizations granted by the Commission in ITC-89-099 and ITC-214-19970627-00354 (old File Number ITC-97-379).<sup>2</sup> Startec provides its services primarily to customers who place a significant number of calls to international destinations.

**B. Platinum Equity, LLC**

Platinum is a privately held Delaware limited liability company with offices located at 360 North Crescent Drive, Beverly Hills, California 90210. Platinum is a global firm specializing in the merger, acquisition and operation of companies that provide services and solutions to customers in a broad range of business markets, including information technology, telecommunications, logistics, manufacturing, and entertainment distribution. EnergyTRACS Acquisition Corp. ("Buyer") is a Delaware corporation and a wholly owned subsidiary of Platinum that has agreed to acquire SGCC. For the purpose of accomplishing this transaction, Buyer has created a new merger subsidiary, Soap Merger Corporation, a Delaware corporation and direct wholly-owned subsidiary of the Buyer ("Merger Sub").

Buyer and Platinum indirectly control two telecommunications carriers: Americatel Corporation ("Americatel") and Matrix Telecom, Inc. ("Matrix") through a direct, wholly-owned subsidiary of Buyer, MTAC Holding Corporation. Buyer and Platinum have held 100 percent of the equity of Matrix since 1999, and 95 percent of the equity of Americatel since July 2006. Matrix is authorized to provide competitive telecommunications services across the nation on a resale or facilities basis. Matrix provides integrated communications services including local, 1+ long distance and toll-free voice services plus a wide range of data services, such as dedicated Internet access, frame relay and point-to-point transmission services, chiefly to enterprise

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<sup>2</sup> The authorizations were originally held by Startec, Inc. Through various *pro forma* transactions, the authorizations were transferred to SGCC (see ITC-97-579-TC, Report No. I-8266; ITC-98-607-TC, DA-98-1657) and ultimately to Startec (see Notification of Startec Global Communications Company dated June 14, 1999).

customers. Americatel provides international and domestic facilities-based and resold long distance services, including "dial around" casual calling (i.e., 1010XXX) service and presubscribed 1+ calling services, in each of the 48 contiguous states, with a particular emphasis on serving the needs of United States customers with connections to Latin America and the Caribbean. Through their ownership of these companies, Buyer and Platinum have demonstrated their qualifications to obtain control of Startec.

### **III. DESCRIPTION OF THE TRANSACTION**

SGCC and Buyer entered into an Agreement and Plan of Merger dated as of March 5, 2007 (the "Agreement") whereby Merger Sub will merge with SGCC, with SGCC surviving. As a result, Buyer and Platinum, as Buyer's owner, will acquire indirect control of Startec. For the Commission's convenience, pre- and post-transaction corporate structure charts are provided as Exhibit A. Applicants therefore request authority for the indirect transfer of control of Startec to Buyer, and ultimately to Platinum.

Immediately following the consummation of the proposed transaction, Startec will continue to offer service with no change in the rates or terms and conditions of service resulting from the transfer of control. Further, Startec will continue to provide service to its customers under the same name, and will continue to be led by an experienced management team. Therefore, the transfer of control of Startec will be seamless and transparent to consumers.

### **IV. PUBLIC INTEREST STATEMENT**

Applicants submit that the transaction will serve the public interest. Under new ownership, Startec will continue to provide high-quality telecommunications services to consumers, while gaining critically important access to the additional resources and operational expertise of Platinum. This transfer of control, therefore, will give Startec the ability to become a stronger competitor, to the ultimate benefit of consumers. Further, Startec will not change its name or its rates, terms or



conditions of service as an immediate result of the transfer of control. The transfer of control, therefore, will be transparent to consumers.

The public interest will also be served by expeditious consideration and approval of the transaction. For various important business and financial reasons, Applicants require that the transfer of control be closed as quickly as possible. Startec and Buyer anticipate that this transaction will allow Startec and Buyer's affiliated telecommunications carriers to realize significant cost savings and operational benefits. Such savings may result from network integration, lower international termination costs as a result of larger traffic volumes, synergies from information systems integration, and other sources. These cost savings and benefits will cause Startec to become a stronger competitor in the marketplace and will allow it to continue to provide high quality and low cost telecommunications services to thousands of consumers. Moreover, the transaction will also put Startec in a better position to expand its service offerings, which is critical to the future of the company. Delay in the regulatory approval process will prevent the parties from realizing these economic and operational benefits or delivering expanded customer services as quickly as the parties otherwise would.

**V. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(3) of the Commission's rules, 47 C.F.R. § 63.24(e)(3), the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

**(a) Name, address and telephone number of each Applicant:**

**Transferor:**

Startec Global Communications Corporation FRN: 0004081204  
7361 Calhoun Place, Suite 650  
Rockville, MD 20855  
(301) 610-4300

**Transferee:**

**Platinum Equity, LLC**  
**360 North Crescent Drive, South Building**  
**Beverly Hills, CA 90210**  
**(310) 712-1850 (Tel)**

**FRN: 0014921878**

**Licensee:**

**Startec Global Operating Company**  
7361 Calhoun Place, Suite 650  
Rockville, MD 20855  
(301) 610-4300

**FRN: 0007715915**

**(b) Jurisdiction of Organizations:**

**Transferor:** SGCC is a corporation formed under the laws of Delaware.

**Transferee:** Platinum is a limited liability company formed under the laws of Delaware.

**Licensee:** Startec is a corporation formed under the laws of Delaware.

**(c) (Answer to Question 10) Correspondence concerning this Application should be sent to:**

**For Startec:**

**Catherine Wang**  
**Brett P. Ferenchak**  
**Bingham McCutchen LLP**  
**2020 K Street, N.W.**  
**Washington, DC 20006**  
**(202) 373-6000 (Tel)**  
**(202) 373-6001 (Fax)**  
**catherine.wang@bingham.com**  
**brett.ferenchak@bingham.com**

With copies to:

**Robert Felgar**  
General Counsel and Secretary  
Startec Global Communications  
Corporation  
7361 Calhoun Place, Suite 650  
Rockville, MD 20855  
(301) 610-4646 (Tel)  
(240) 314-4219 (Fax)  
[Robert.Felgar@startec.com](mailto:Robert.Felgar@startec.com)

For Buyer:

Richard R. Cameron  
Stefanie R. Alfonso-Frank  
Latham & Watkins LLP  
555 Eleventh Street, NW  
Suite 1000  
Washington, DC 20004-1304  
(202) 637-2200 (Tel)  
(202) 637-2201 (Fax)  
richard.cameron@lw.com  
stefanie.alfonso-frank@lw.com

With copies to:

Eva Kalawski  
Executive Vice President, General Counsel  
and Secretary  
Platinum Equity, LLC  
360 North Crescent Drive, South Building  
Beverly Hills, CA 90210  
(310) 712-1850 (Tel)  
(310) 712-1863 (Fax)

**(d) Section 214 Authorizations**

Startec holds blanket domestic authority to provide interstate services. 47 C.F.R. § 63.01 Startec also holds global resale Section 214 authority to provide international services pursuant to authority granted in FCC File Nos. ITC-89-099 and ITC-214-19970627-00354 (old File Number ITC-97-379).

Platinum does not hold any domestic or international Section 214 authority. Platinum indirectly controls the following companies that hold blanket domestic Section 214 authority and international Section 214 authority: (1) 95 percent equity and voting interest in Americatel,<sup>3</sup> and (2) 100 percent equity and voting interest in Matrix.<sup>4</sup>

- (h) (Answer to Questions 11 & 12)** The following entities own directly or indirectly 10 percent or more of Applicants as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers.<sup>5</sup>

<sup>3</sup> See FCC File Nos. ITC-214-19920512-00044, ITC-214-19920512-00045, ITC-93-160-TC, ITC-214-19940517-00162, ITC-214-19940922-00294, ITC-214-19960423-00165, ITC-214-19970312-00146, ITC-214-19970421-00220.

<sup>4</sup> See FCC File Nos. ITC-214-19980915-00644, ITC-ASG-2040303-00200; *Matrix Telecom Application for Authority to Operate as an International Resale Carrier*, Order, Authorization and Certificate, FCC File No. ITC-91-176, DA 91-1192, 6 FCC Rcd 5571 (1991). In 1999, the Commission approved the transfer of control of Matrix to Platinum. See FCC File No. ITC-T/C-19991018-00664.

<sup>5</sup> While the Commission's rules for combined domestic and international applications require this information only for the assignee/transferee, see 47 C.F.R. §§ 63.04(b), 63.24(3)(2), Applicants are providing ownership information for both parties.

Pre-Transaction Ownership of Startec Global Operating Company:

- 1) The following entities currently hold a ten percent (10%) or greater, direct or indirect, interest in Startec Global Operating Company:

Name: Startec Global Communications Corporation  
("SGCC")  
Address: 7361 Calhoun Place, Suite 650  
Rockville, MD 20855  
Citizenship: U.S.  
Principal Business: Holding Company  
Interest: 100% (directly in Startec)

Name: Allied Capital Corporation ("Allied")  
Address: 1919 Pennsylvania Avenue, NW  
Washington, D.C. 20006  
Citizenship: U.S.  
Principal Business: Investing  
Interest: 68.5% Voting (indirectly through SGCC)  
59.9% Fully Diluted

Allied is a publicly traded company (NYSE:ALD). No person or entity directly or indirectly owns 10% or more of Allied.

Name: NTFC Capital Corporation ("NTFC")  
Address: 10 Riverview Drive  
Danbury, CT 06810  
Citizenship: U.S.  
Principal Business: Investing  
Interest: 24% Voting (indirectly through SGCC)  
21% Equity Fully Diluted

Name: General Electric Capital Corporation ("GECC")  
Address: 260 Long Ridge Road  
Stanford, CT 06927  
Citizenship: U.S.  
Principal Business: Investing  
Interest: 24% Voting (indirectly as 100% owner of NTFC)  
21% Equity Fully Diluted

Name: General Electric Capital Services, Inc. ("GECS")  
Address: 260 Long Ridge Road  
Stanford, CT 06927  
Citizenship: United States  
Principal Business: Holding Company  
Interest: 24% Voting (as 100% owner of GECC)  
21% Equity Fully Diluted

Name: General Electric Company  
 Address: 3135 Easton Turnpike  
 Fairfield, CT 06431  
 Citizenship: United States  
 Principal Business: Development, manufacturing, and distribution of a  
 wide variety of products  
 Interest: 24% Voting (as 100% owner of GECS)  
 21% Equity Fully Diluted

General Electric Company is a publicly traded company  
 (NYSE:GE). No person or entity directly or indirectly owns 10%  
 or more of General Electric Company.

Other than the foregoing, to the best of the Applicants' knowledge no  
 other person or entities directly or indirectly owns 10% or more of Startec  
 and SGCC.

Post-Transaction Ownership of Startec Global Operating Company and Startec  
 Global Communications Corporation:

- 1) The following entity will hold a ten percent (10%) or greater, direct or indirect, interest in Startec Global Operating Company:

Name: Startec Global Communications Corporation  
 ("SGCC")  
 Address: 7361 Calhoun Place, Suite 650  
 Rockville, MD 20855  
 Citizenship: U.S.  
 Principal Business: Holding Company  
 Interest: 100% Voting and Equity (directly in Startec)

- 2) The following entities will hold a ten percent or greater, direct or indirect, interest in Startec Global Communications Corporation:

Name: EnergyTRACS Acquisition Corp. ("Buyer")  
 Address: 360 North Crescent Drive, South Building  
 Beverly Hills, CA 90210  
 Citizenship: U.S.  
 Principal Business: Holding Company  
 Interest: 100% Voting and Equity (as sole owner of SGCC)

Name: Platinum Equity, LLC  
 Address: 360 North Crescent Drive, South Building  
 Beverly Hills, CA 90210  
 Citizenship: U.S.  
 Principal Business: Investing  
 Interest: 100% Voting and Equity (indirectly as sole owner  
 of Buyer)

Pre- and Post-Transaction Ownership of Transferee:

The following individual ultimately owns or controls 100 percent of the membership units (equity and voting interest) in **Platinum Equity, LLC**:

Name: Tom T. Gores  
Address: 360 North Crescent Drive, South Building  
Beverly Hills, CA 90210  
Citizenship: U.S.  
Principal Business: Individual

Applicants do not have any interlocking directors except with those foreign carrier affiliates of SGCC described below.

- (i) **(Answer to Question 14)** Transferee certifies that it is not a foreign carrier within the meaning of Section 63.09(d) of the Commission's rules, 47 C.F.R. § 63.09(d). In addition, as a result of the transaction, Transferee will become affiliated within the meaning of Section 63.09(e) of the Commission's rules, 47 C.F.R. § 63.09(e) with a foreign carrier. Specifically, Transferee is affiliated, or will become affiliated, with the following foreign carriers:

<u>Company</u>	<u>(Country) License(s) Held</u>
Americatel Corporation	(Canada) Class B License
Startec Global Communications U.K. Ltd. <sup>6</sup>	(U.K.) General Conditions of Entitlement Authorization (Ireland) General Telecom License (Austria) License for the provision of voice telephone by self-operated telecommunications network (Australia) License not required (New Zealand) Registered as an operator under the Telecom (International Services) Regulations 1994
Startec Global Communications Company (Canada)	(Canada) Class A License
Vancouver Telephone Company Limited (Canada)	(Canada) Class A License

- (j) **(Answer to Question 15)** Transferee certifies that, through its acquisition of control of SGCC and Startec, Transferee does not seek to provide international telecommunications services to any destination country where:

<sup>6</sup> Startec Global Communications U.K. Ltd. Is currently in liquidation proceedings and will be dissolved, possibly prior to the completion of the transaction that is the subject of this Application.

- (1) Transferee is a foreign carrier in that country; or
- (2) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Transferee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.

However, Transferee certifies that Transferee indirectly controls a foreign carrier (Americatel) and, through its acquisition of control of Startec and SGCC, will indirectly control additional foreign carriers (Startec Global Communications U.K. Ltd., Startec Global Communications Company (Canada), and Vancouver Telephone Company Limited (Canada)). Startec Global Communications U.K. Ltd. does not currently provide telecommunications services and Americatel does not currently provide any telecommunications services in Canada. The other foreign carriers identified above provide telecommunications services in Canada.

- (k) Transferee certifies that all of the countries referenced in paragraph (j) above are Members of the World Trade Organization ("WTO"). None of the affiliated foreign carriers listed in paragraph (j) are listed on the Commission's List of Foreign Telecommunications that are presumed to Possess Market Power in Foreign Telecommunications Markets, released on January 26, 2007. In addition, the foreign carriers listed in paragraph (j) offer services in competition with dominant foreign carriers and others.
- (l) Transferee, through Americatel, Matrix and Startec, may resell international switched services of unaffiliated U.S. carriers in order to provide telecommunications services to countries where it will have a foreign carrier affiliation. As demonstrated above and because they lack 50 percent market share in the international transport and the local access markets on the foreign end of the route, the affiliated foreign carriers listed in paragraph (j) should be presumptively found to be non-dominant pursuant to Section 63.10(a)(3) of the Commission's rules, 47 C.F.R. § 63.10(a)(3).
- (m) Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(1) and (3) of the Commission's rules, 47 C.F.R. § 63.10(a)(1,3), because it is not a foreign carrier and, as demonstrated above in paragraph (k), its current and proposed affiliations will be with non-dominant foreign carriers in countries which are Members of the WTO.
- (n) Transferee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

- (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.
- (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's rules, 47 C.F.R. §63.12(a)-(b). Transferee is affiliated, and will become affiliated, with foreign carriers that provide telecommunications services in Canada. Nevertheless, Transferee qualifies for streamlined treatment under Section 63.12(c) because Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(1) and (3) for the reasons detailed in response to paragraphs (k) and (m) above.

#### **VI. INFORMATION REQUIRED BY SECTION 63.04**

Pursuant to Section 63.04(b) of the Commission rules, 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Section 63.04(a)(6)-(12) of the Commission rules:

- (a)(6) A description of the proposed Transaction is set forth in **Section III** above.
- (a)(7) Startec provides international, intrastate and/or interstate long distance services, primarily on a resale basis, in all states except Alaska.

As stated above, Platinum indirectly controls two telecommunications carriers: Americatel Corporation ("Americatel") and Matrix Telecom, Inc. ("Matrix"). Americatel is a reseller of interstate domestic telecommunications services throughout the United States. Americatel provides international and domestic facilities-based and resold long distance services, including "dial around" casual calling (i.e., 1010XXX) service and presubscribed 1+ calling services, in each of the 48 contiguous states, with a particular emphasis on serving the needs of United States customers with connections to Latin America and the Caribbean. Matrix provides local exchange and interstate and intrastate long distance and exchange access throughout the United States. Matrix provides integrated communications services including local, 1+ long distance and toll-free voice services plus a wide range of data services, such as dedicated Internet access, frame relay and point-to-point transmission services, chiefly to enterprise customers.

- (a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, (1) Applicants and their affiliates (as defined in Section



3(1) of the Communications Act – (“Affiliates”) combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transaction) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.

(a)(9) By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this transaction.

(a)(10) Not applicable.

(a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in Section IV above.

## VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the transfer of control of Startec. Applicants respectfully request expedited treatment to permit Applicants to complete the transaction as soon as possible.

Respectfully submitted,



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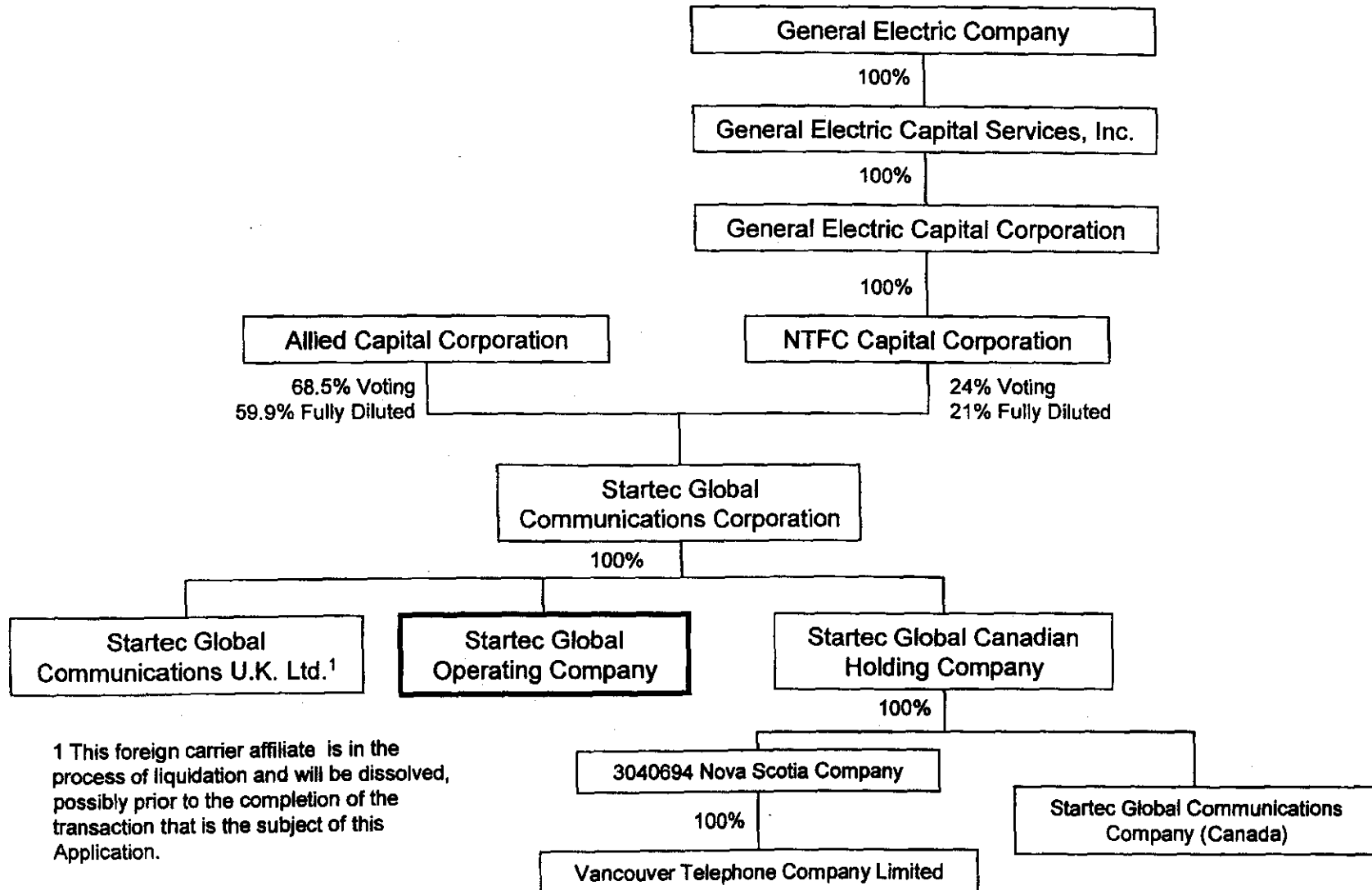
Counsel for Platinum and Buyer

Dated: March 28, 2007

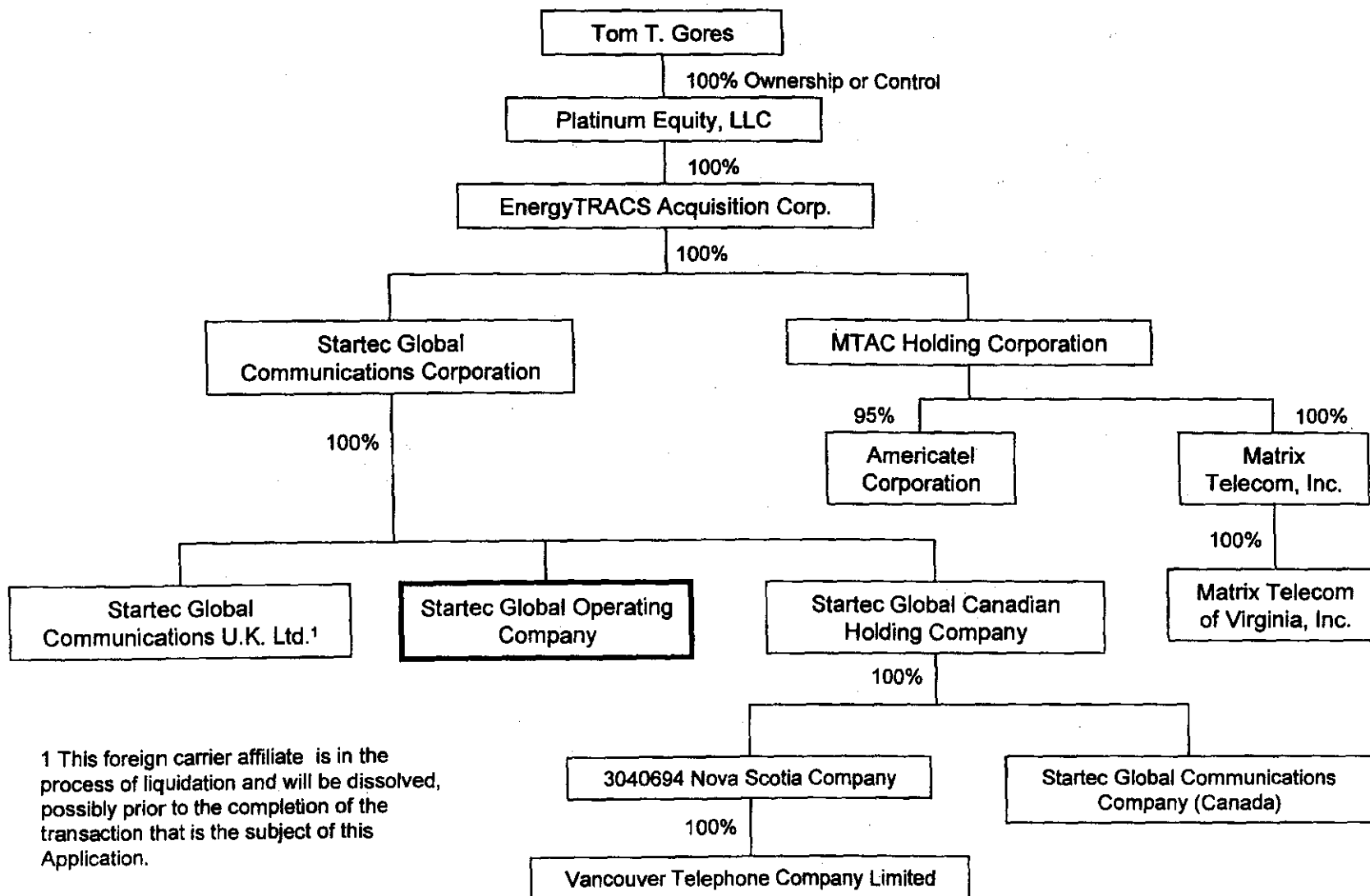
**Exhibit A**

**Pre- and Post-Transaction Corporation Structure Chart**

## Pre-Transaction Corporate Structure of Startec



## Post-Transaction Corporate Structure of Startec



## Verifications

STATE OF MARYLAND  
COUNTY OF MONTGOMERY

§  
§  
§

### VERIFICATION

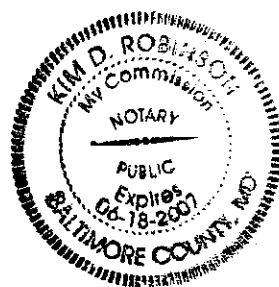
I, Robert Felgar, state that I am General Counsel and Secretary of Startec Global Operating Company; that I am authorized to make this Verification on behalf of Startec Global Operating Company; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

Robert Felgar  
Robert Felgar  
General Counsel & Secretary  
Startec Global Operating Company

Sworn and subscribed before me this 23<sup>rd</sup> day of March, 2007.

[Signature]  
Notary Public

My commission expires 6/18/07




STATE OF CALIFORNIA  
COUNTY OF LOS ANGELES

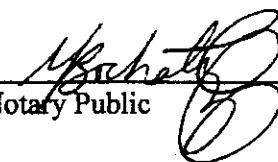
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VERIFICATION

I, Eva M. Kalawski, state that I am Executive Vice President, General Counsel and Secretary of Platinum Equity, LLC; that I am authorized to make this Verification on behalf of Platinum Equity, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

  
\_\_\_\_\_  
Eva M. Kalawski  
Executive Vice President, General Counsel &  
Secretary  
Platinum Equity, LLC

Sworn and subscribed before me this 23 day of March, 2007.

  
\_\_\_\_\_  
Notary Public

My commission expires April 25, 2010

